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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION COMPROMISING AND ALLOWING
PROOF OF CLAIM NUMBER 2479 (WORLDWIDE BATTERY COMPANY, LLC)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and WorldWide Battery Company, LLC ("WorldWide") respectfully submit this Joint Stipulation Compromising And Allowing Proof Of Claim Number 2479 (this "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS WorldWide filed proof of claim number 2479 against Delphi on April 3, 2006, which asserts an unsecured non-priority claim in the amount of \$2,819,166.35 (the "Claim").

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on March 6, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, Delphi and WorldWide entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement Delphi acknowledges and agrees that the Claim shall be allowed against Delphi in the amount of \$105,000.00.

WHEREAS Delphi is authorized to enter into this Settlement Agreement pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, and 503 and Fed. R. Bankr. P. 9019(b) Authorizing Debtors to Compromise Or Settle Certain Classes of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by the this Court on June 29, 2006.

THEREFORE, Delphi and WorldWide stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$105,000.00 and shall treated as an allowed general unsecured non-priority claim.

Dated: New York, New York
March 7, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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